

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

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February 27, 2004

RECORDATION NO. 230214 FILED

MAR 08 '04

12-50 PM

SURFACE TRANSPORTATION BOARD

MAR 8 2004
RECEIVED

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Full Maintenance Lease Agreement dated as of February 13, 2004 by Helm Financial Corporation ("**Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor:

Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee:

Cemex USA Construction Materials, Inc.
c/o Cemex USA
One Riverway, Suite 2200
Houston, Texas 77056

Equipment:

14 Gondola Railcars
WRRRC 680721-680734 (Inclusive)

Please record this Termination as a supplemental agreement to STB Recordation No. **23021** filed on July 26, 2000 at 9:02 AM. The filing fee of \$30.00 is included in our enclosed check.

Summary: Termination of Full Maintenance Lease Agreement dated as of February 13, 2004 by Helm Financial Corporation for 14 gondola railcars, WRRRC 680721-680734 (Inclusive), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 23021.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

TERMINATION OF LEASE

THIS TERMINATION OF FULL MAINTENANCE LEASE AGREEMENT ("**Termination**") is dated as of February 13, 2004 by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. **Recitals.** Lessor, as successor in interest to Helm-Atlantic Associates Limited Partnership, entered into the Net Lease Agreement dated as of July 21, 1998 ("**Lease**") with **Cemex USA Construction Materials, Inc.**, a Texas corporation, with respect to the fourteen (14) railcars described in Schedule A attached hereto. The Memorandum of Net Lease Agreement dated as of July 21, 1998 evidencing the Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. **23021** filed on July 26, 2000 at 9:02 AM.

The Lease was terminated on November 6, 2003. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDATION NO. 23021-A FILED

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SURFACE TRANSPORTATION BOARD

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 24th, 2004, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-
— proved to me on the basis of satisfactory evidence

to be the person~~(s)~~ whose name~~(s)~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~ signature~~(s)~~ on the instrument the person~~(s)~~, or the entity upon behalf of which the person~~(s)~~ acted, executed the instrument.

Witness my hand and official seal.




SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated February 13, 2004

Description of the Units: Fourteen (14), all steel gondolas.

Unit Numbers:

WRRC 680721-680734 (Inclusive)